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Attorneys and Counselors At Law
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SCOTT D. McMURRAY
ROBERT D. MONFORT
JAMES J. LUERSEN

Of Counsel:
HAROLD A. LUERSEN

April 20th, 2006

RECEIVED

APR 21 2006

**PUBLIC SERVICE
COMMISSION**

Mr. Dale Wright
Public Service Commission
211 Sower Blvd.
PO Box 615
Frankfort, Kentucky 40602

Case 2006-00166

Dear Dale,

Enclosed please find an application for a transfer of the sewer treatment plant known as the Sewer Treatment Plant System No. 1 of the South Hills Subdivision Sewer Treatment System located on Davjo Drive, Campbell County, Kentucky in the name of Schlueter Building Co., Inc. to Pro Man Property Management, LLC.

If there is anything additional you need to process this application please do not hesitate to contact me.

Thank you for all your help in this matter.

Very truly yours,



JAMES J. LUERSEN

JJL/ms
Enclosure

RECEIVED

APR 21 2006

**PUBLIC SERVICE
COMMISSION**

APPLICATION FOR TRANSFER OF OWNERSHIP

The undersigned, **PRO MAN PROPERTY MANAGEMENT, LLC**, a Kentucky Limited Liability Company, pursuant to KRS 278.020(5), hereby applies to the Commonwealth of Kentucky Public Service Commission for the transfer of the Sewer Treatment Plant System No. 1 of the South Hills Subdivision Sewer Treatment System located on Davjo Drive, Campbell County, Kentucky from the **SCHLUETER BUILDING CO., INC.**, a Kentucky corporation to Pro Man Property Management, LLC, a Kentucky Limited Liability Company.

The real estate on which the treatment plant is located has been transferred to the undersigned by deed set forth in Deed Book 278 at Page 158 of the Campbell County Clerk's records at Alexandria, Kentucky. (copy attached).

The undersigned currently owns the majority of the units serviced by the treatment plant and has a \$1,370,000.00 mortgage on the project. (copy attached). There are currently 12 units to which sewer services are sold at a price of \$13.62 per unit.

The treatment plant is currently being serviced by Lucas Sanitation Co. (license certification #9065). They will continue to operate the treatment plant after the transfer. (letter attached).

In addition to my \$1,370,000.00 mortgage to Foundation Bank, I also have a business relationship with Heritage Bank. The bank has supplied a statement stating my financial ability to maintain the treatment plant for a period of 6 months.

Enclosed is a certified copy of the Articles of Organization for Pro Man Property Management, LLC.

My mailing address is PO Box 613, Alexandria, Kentucky 41001

Any correspondence can be directed to my attorney James J. Luersen, 515 Monmouth Street, Suite 202, Newport, Kentucky 41071. (859 261-9200)

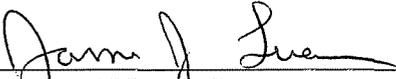
PRO MAN PORPERTY MANAGEMENT, LLC

BY BrettCADE
BRETT CADE, Authorized Member

STATE OF KENTUCKY :
 : SS
COUNTY OF CAMPBELL :

The foregoing application was subscribed to and sworn to before me this 19th day of April, 2006, by **BRETT CADE**, as Member of **PRO MAN PROPERTY MANAGEMENT, LLC**, a Kentucky Limited Liability Company, on behalf of said Limited Liability Company, the grantee herein.

My commission expires:
January 9, 2009



NOTARY PUBLIC

NO TITLE EXAMINATION
PERFORMED BY PREPARER

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS:

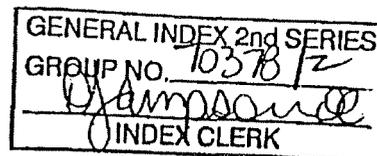
THAT the Grantor, **SCHLUETER BUILDING COMPANY, A KENTUCKY CORPORATION**, for and in consideration of One (\$1.00) Dollar and other good and valuable consideration to it paid by **PRO MAN PROPERTY MANAGEMENT, LLC, A KENTUCKY LIMITED LIABILITY COMPANY**, the receipt whereof is hereby acknowledged, does hereby **BARGAIN, SELL and CONVEY** to the said **PRO MAN PROPERTY MANAGEMENT, LLC, A KENTUCKY LIMITED LIABILITY COMPANY**, its successors and assigns forever, the following described Real Estate, to-wit:

Group No. 70378/Z (Alex)

PIDN: 999-99- 19 - 923.00

The property conveyed and transferred by this deed consists of 7.547 acres of land lying east of U.S. 27, south of Dav Jo Drive in the City of Cold Spring, Campbell County, Kentucky and is more fully described and set forth on Exhibit "A" attached hereto and incorporated herein by reference as if more fully set forth herein. Attached hereto and made a part hereof is the survey plat for the 7.547 Acres remainder tract.

Subject to all easements, reservations, right of ways, and restrictions of record, if any.



Being all the remainder of the property conveyed to Schlueter Building Company, a Kentucky Corporation, the grantor herein, by virtue of the following two (2) deeds:

Deed from Melvin F. Schlueter and Frances Schlueter, husband and wife, recorded on April 19, 1971 in Deed Book 136, Page 429 of the Campbell County Clerk's records at Alexandria, Kentucky; and

Deed from Melvin F. Schlueter and Frances Schlueter, husband and wife, dated August 5, 1978 and recorded on August 8, 1979 in Deed book 159, Page 436 of the aforesaid records.

This conveyance has been authorized by Resolution of the Board of Directors of Grantor and the person signing on behalf of the Grantor has been authorized to do so.

ATTACHED HERETO, INCORPORATED HEREIN AND MADE A PART HEREOF IS A STATEMENT IN CONFORMITY WITH K.R.S. CHAPTER 382.

Together with all the PRIVILEGES AND APPURTENANCES to the same belonging. TO HAVE AND TO HOLD the same to the said PRO MAN PROPERTY MANAGEMENT, LLC, A KENTUCKY LIMITED LIABILITY COMPANY, its successors and assigns forever, with COVENANTS OF GENERAL WARRANTY. EXCEPT all taxes and assessments due and payable in the year 2006 and thereafter which the grantee assumes and agrees to pay.

Legal Description

Part of Deed Book 133 Page 429 and Deed Book 159 Page 436

Area = 7.547 acres

Lying near the City of Cold Spring, Campbell County Kentucky, east of U.S. 27, south of Dav Jo Drive, more particularly described as follows:

Beginning at a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663" at the southeast common corner of Lot 22 and Lot 23 of the South Hills Subdivision, Section 1 (Plat Cabinet D, Slide 425B);

Thence with the southwest line of Lots 27 and 29 of South Hills Subdivision Section 2 (Plat Cabinet D, Slide 426A), South 28°00'00" East a distance of 325.00 feet to a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663";

Thence with the southeast line of Lots 29 and 30 of said subdivision North 62°00'00" East a distance of 500.00 feet to a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663";

Thence with the northeast line of said Lot 30 North 28°00'00" West a distance of 225.00 feet to a recovered ½" steel rebar with plastic cap (PLS #2567);

Thence with the southeast line of Lot 31 North 62°00'00" East a distance of 121.00 feet to a recovered ½" steel rebar with plastic cap (PLS #2567);

Thence with the south line of Rosemary A. Mullen and Paula D. Heidrich (D.B. 244 P.G. 139) for two (2) calls:

South 77°18'38" East a distance of 200.62 feet to a recovered ½" steel rebar with plastic cap (PLS #2567);

North 25°31'06" East a distance of 219.99 feet to a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663" in the line of Paul C. & Ramona L. Kruse (D.B. 271 P.G. 539);

Thence with the line of said Kruse, South 28°00'00" East a distance of 52.35 feet to a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663" in the northwest line of Lot 10 of the Cabin Creek Subdivision Section 1 (Plat Cabinet E, Slide 170A);

Thence with said Lot 10 for two (2) calls:

South 27°31'58" West a distance of 305.03 feet to a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663";

South 35°52'40" West, passing a recovered ½" steel rebar at 269.50, a total distance of 409.37 feet to a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663" in the north line of Arthur L. & Rita M. Arlinghaus (D.B. 162 P.G. 38);

Thence with the north line of said Arlinghaus, South 68°52'32" West a distance of 698.30 feet to a recovered ½" steel rebar (#2567) at the east corner of Heritage Bank, Inc (D.B. 264 P.G. 96);

Thence with the northeast line of said Heritage Bank North 35°18'39" West a distance of 178.80 feet to a recovered ½" steel rebar (#2567);

Thence continuing with said Bank South 68°50'21" West a distance of 60.03 feet to a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663" at the east corner of Eugene & Patricia Ann Combs (D.B. 140 P.G. 53);

Thence with the line of said Combs for two (2) calls:

North 21°09'39" West a distance of 107.50 feet to a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663";

South 68°50'21" West a distance of 40.00 feet to a set cross notch in an existing concrete driveway, said point being in the northeast line of Lot 6 of the William H. Goetz Subdivision (Plat Cabinet D, Slide 421A);

Thence with the northeast line of said Goetz Subdivision North 21°09'39" West, passing a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663" at 37.50 feet at the northeasterly terminus of Rose Lane, a total distance of 168.95 feet to a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663" in the southeast line of Lot 16 of the South Hills Subdivision, Section 1;

Thence with the south line of said Lot 16, North 66°10'00" East a distance of 1.47 feet to a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663" in the southwest line of Lot 17 of said subdivision;

Thence with said southwest line South 28°00'00" East a distance of 42.00 feet to a set ½" steel rebar with plastic cap stamped "J.G.K. KY 3663" at the south corner of Lot 17;

Thence with the southeast line of Lots 17-22, North 62°00'00" East a distance of 450.00 feet to the POINT OF BEGINNING.

Said parcel contains 7.547 acres.

Being the remainder of the property conveyed to Jack & Bonnie K. Schlueter in Deed Book 159 Page 436 and to Schlueter Building Company in Deed Book 133 Page 429 as recorded at the Campbell County Clerks records at Alexandria, Kentucky. Said herein description being the result of a field survey by Cardinal Engineering Corporation performed under the direct supervision of Joseph G. Kramer, P.L.S. #3663 on 09/22/05. The bearings of this description are based on the South Hills Subdivision, Section 1 as recorded in Plat Book D, Slide 425B.

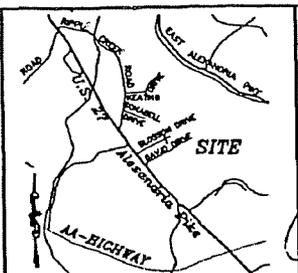
I hereby certify that I am a duly qualified and Licensed Kentucky Surveyor in accordance with KRS 322 and that this plat depicts a survey performed by me, or under my direct supervision, in accordance with the Code of Professional Practice and Conduct for Professional Engineers and Professional Surveyors, by the method of random traverse. The unadjusted precision ratio of the traverse was 1:19,013 and was not adjusted for closure. The survey shown hereon is a Class A survey and the accuracy and precision of said survey meets all the specifications of this class. This plat meets or exceeds the minimum requirements of 201 KAR 18.150.

Joseph G. Kramer

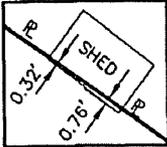
P.L.S. 3663

9/26/05 Date

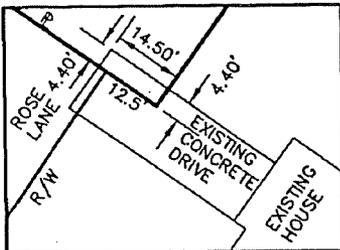
NOTE: PIN SET is a 1/2" rebar with plastic cap stamped "J.G.K. KY 3663"



VICINITY MAP
SCALE: 1" = 4000'



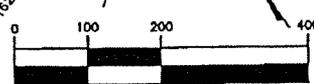
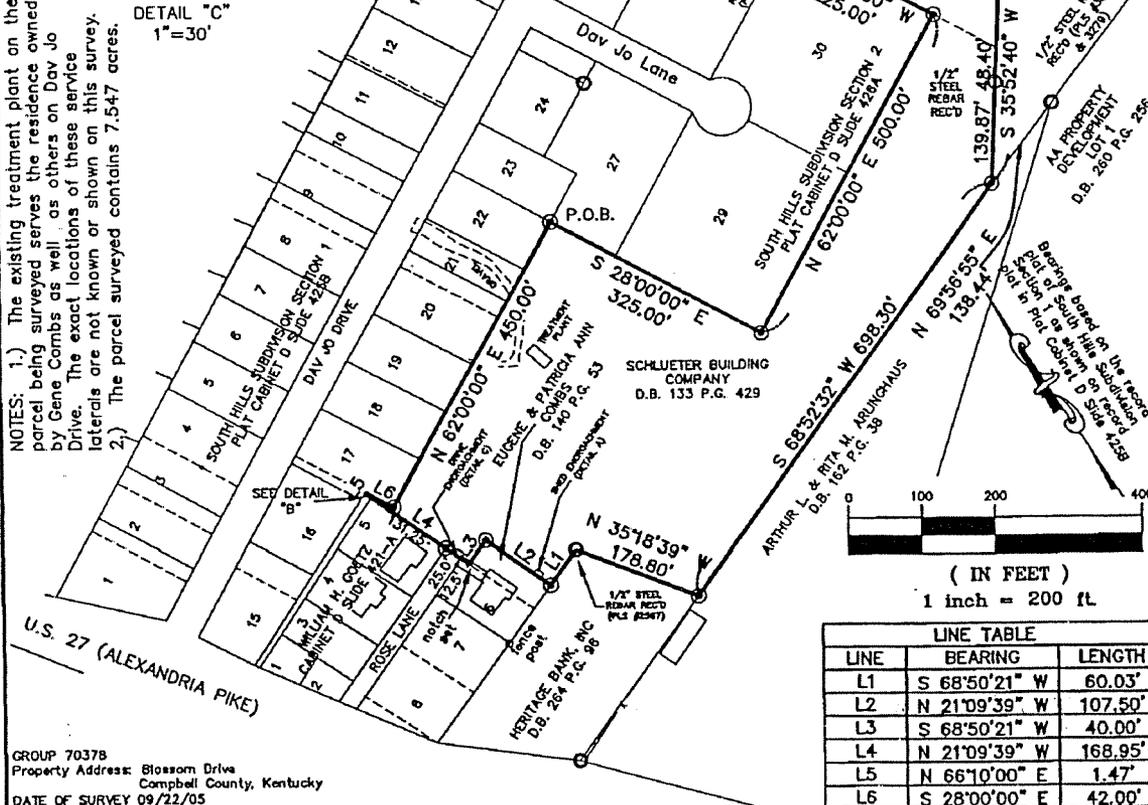
DETAIL "A"
1" = 20'



DETAIL "B"
1" = 10'

NOTES: 1.) The existing treatment plant on the parcel being surveyed serves the residence owned by Gene Combs as well as others on Dav Jo Drive. The exact locations of these service laterals are not known or shown on this survey. 2.) The parcel surveyed contains 7.547 acres.

DETAIL "C"
1" = 30'



(IN FEET)
1 inch = 200 ft.

LINE	BEARING	LENGTH
L1	S 68°50'21" W	60.03'
L2	N 21°09'39" W	107.50'
L3	S 68°50'21" W	40.00'
L4	N 21°09'39" W	168.95'
L5	N 66°10'00" E	1.47'
L6	S 28°00'00" E	42.00'

GROUP 70378
Property Address: Blossom Drive
Campbell County, Kentucky
DATE OF SURVEY 09/22/05

IDENTIFICATION PLAT

for
Jack Schlueter
P.O. Box 36, Highland Heights 41076
County of Campbell, State of Kentucky

CARDINAL
ARCHITECTURE
ENGINEERING
LAND SURVEYING

ONE MOOCK ROAD
WILDER, KENTUCKY
41071 (859) 581-9600

STATE OF KENTUCKY

JOSEPH G. KRAMER
LS-3663

**LICENSED
PROFESSIONAL
LAND SURVEYOR**

PROJECT MANAGER:	JGK
DRAWN BY:	JGK
DATE:	08-12-05
SCALE:	1" = 200'
FILE NO.	04-223

STATEMENT (K.R.S. CHAPTER 382)

The undersigned grantor and grantee herein, pursuant to K.R.S. Chapter 382, certifies under oath as follows:

- (a) The mailing address of the grantor is: P.O. Box 36
Highland Heights, KY 41076
- (b) The mailing address of the grantee is: P.O. Box 613
Alexandria, KY 41001
- (c) The full actual consideration is \$ 1,000.00.

SCHLUETER BUILDING COMPANY, A
KENTUCKY CORPORATION-Grantor

PRO MAN PROPERTY MANAGEMENT
LLC, A KENTUCKY LIMITED
LIABILITY COMPANY - Grantee

BY *Jack H. Schluter*
JACK H. SCHLUETER, President

BY *Brett Caude* MEMBER
BRETT CAUDE, its Authorized Member

STATE OF KENTUCKY :
: SS
COUNTY OF CAMPBELL :

The foregoing statement was subscribed to and sworn to before me this 25 day of January, 2006, by SCHLUETER BUILDING COMPANY, A KENTUCKY CORPORATION, by JACK H. SCHLUETER, its President, to be its and his act and deed, the grantor herein.

My commission expires:

1-9-09

James J. Luen
NOTARY PUBLIC

STATE OF KENTUCKY
COUNTY OF CAMPBELL

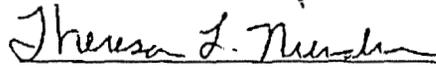
:
: SS
:

BOOK 0278 PAGE 165

The foregoing statement was subscribed to and sworn to before me this 23rd day of January, 2006, by **PRO MAN PROPERTY MANAGEMENT, LLC, A KENTUCKY LIMITED LIABILITY COMPANY**, by **BRETT CADE**, as authorized member of **PRO MAN PROPERTY MANAGEMENT, LLC, A KENTUCKY LIMITED LIABILITY COMPANY**, on behalf of the limited liability company, the grantee herein.

My commission expires:

10/22/2008


NOTARY PUBLIC

Recorded : JACK SNODGRASS
ALEXANDRIA CAMPBELL COUNTY CLERK
Document Type : DEED
Book / Page : 278 / 158 8 pgs
Document No : 06 03 17 019 00217
Dt/tm Recorded: 03/17/2006 14:51:1
Total Fees : 23.00 1.00
Clerk Name : ANNA M SMITH

Return to: 2005051
Gerner & Kearns Co., L.P.A.
215 West Ninth Street
Cincinnati, OH 45202

PIDN #
999-99-19-919.00
999-99-19-919.01
999-99-19-922.00
999-99-19-925.00
999-99-17-549.00
999-99-32-195.00
999-99-24-230.00

BOOK **0645** PAGE **532**

70284/A1
GENERAL INDEX 2nd SERIES
GROUP NO. 70378/P1+P2
INDEX CLERK

Group # 378, 284, 30262/A2
70378/P1+P2
STATE OF KENTUCKY
70284/A1

**OPEN-END MORTGAGE OF REAL PROPERTY,
SECURITY AGREEMENT OF PERSONAL PROPERTY
AND ASSIGNMENT OF RENTS AND PROFITS**
(Commercial Real Estate)

THIS OPEN-END MORTGAGE OF REAL PROPERTY, SECURITY AGREEMENT OF PERSONAL PROPERTY AND ASSIGNMENT OF RENTS AND PROFITS (the "Mortgage"), made as of this **11th day of May, 2005**, between **Foundation Bank**, a banking association organized and existing under the laws of the State of Ohio, whose mailing address is 25 Garfield Place, Cincinnati, Ohio 45202 (hereinafter referred to as the "Mortgagee"), and **Pro Man Property Management, LLC**, a Kentucky limited liability company (hereinafter referred to as the "Mortgagor"), whose address is P.O. Box 613, Alexandria, KY 41001.

WITNESSETH:

WHEREAS, the Mortgagee has this date made a loan to Mortgagor in the face amount of **\$1,370,000.00** (the "Loan"), which Loan is evidenced by a Promissory Note in the principal sum of **\$1,370,000.00** (the "Note"), executed this date by Mortgagor and delivered to the Mortgagee, the terms of the Note providing that the Note shall be paid in full on or before **June 1, 2025**. Reference to said Note is hereby made to the same extent as if it is set forth in full herein. Wherever the term Loan Document is used herein, it shall have the meaning of Loan Document or Security Agreement as set forth in the Note.

NOW, THEREFORE, to secure the payment, performance and observance by the Mortgagor of all of the covenants and conditions in the Note and any extensions or renewals thereof, as it may be modified, amended or supplemented at any time and from time to time, and in this Mortgage, and in order to charge the properties, interests and rights hereinafter described with such payment, performance and observance, the Mortgagor does hereby execute and deliver this Mortgage, and hereby grants, bargains, sells, mortgages and warrants, encumbers, releases, conveys, assigns, transfers, hypothecates, pledges, sets over, and grants a security interest unto the Mortgagee, its successors and assigns forever, all of the estate, title and interest of the Mortgagor in and to the following:

1. The fee simple, leasehold and easement estates described in Exhibit "A" attached hereto;
2. All buildings, structures, improvements, privileges and appurtenances belonging thereto now existing or hereafter constructed thereon;
3. All easements, rights, rights of way, streets, ways, alleys, sewer lines, water lines and all estates, rights, titles, interests, privileges, hereditaments, access rights and appurtenances whatsoever in any way relating to or appertaining to any of the property described in Exhibit "A", or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by the

Recorded : JACK SNODGRASS
ALEXANDRIA : CAMPBELL COUNTY CLERK
Document Type : MORTGAGE
Book / Page : 645 / 532 16 pgs
Document No : 05 05 19 019 00252
Dt/tw Recorded: 05/19/2005 15:59:3
Total Fees : 38.00 0.00
Clerk Name : KAREN SCHWARBERG

Recorded : JACK SNODGRASS
NEWPORT : CAMPBELL COUNTY CLERK
Document Type : MORTGAGE
Book / Page : 1584 / 44 16 pgs
Document No : 05 05 19 019 00253
Dt/tw Recorded: 05/19/2005 16:00:4
Total Fees : 38.00 0.00
Clerk Name : KAREN SCHWARBERG

EXHIBIT "A"

Parcel One:

Situate near Cold Spring, Kentucky, and being all of Lot Thirty-one (31), Thirty-two (32), Thirty-three (33), Thirty-six (36), Thirty-seven (37) and Thirty-eight (38) of the South Hills Subdivision, Section #3, as recorded in Plat Book 4, page 55B (Cabinet C, slide 426B) of the Campbell County Clerk's records at Alexandria, Kentucky.

Together with the non-exclusive right for the purposes of ingress and egress to use to the roadway Davjo Drive as same extends from U.S. 27 through Section 1, 2 and 3 of South Hills Subdivision as recorded in Plat Book 4, pages 55, 55A and 55B (Cabinet C, slides 426A and 426B) of the Campbell County Clerk's records at Alexandria, Kentucky. And furthermore, together with the right to use to sewer treatment system for Section Three (3) of South Hills Subdivision.

Land Addition #1
Area=0.4940 Acres

999-99-19-923.03

Lying near the City of Cold Spring, Campbell County, Kentucky, on the south side of Dav Jo Drive, and being a 0.4940-acre Land Addition to Lots 31, 32 and 33 of the South Hills Subdivision Section 3 (Plat Cabinet D, slide 426B) more particularly described as follows:

Beginning at a set 1/2" steel rebar with plastic cap stamped "JEH JR KY 2567" at the southeast corner of Lot 33 of said subdivision; Thence through the lands of Jack and Bonnie K. Schlueter (D.B. 159, P.G. 436) for two (2) calls: South 25 deg 31' 06" West a distance of 219.99 feet to a set 1/2" steel rebar with plastic cap stamped "JEH JR KY 2567;" North 77 deg 18' 38" West a distance of 200.62 feet to a set 1/2" steel rebar with plastic cap stamped "JEH JR KY 2567" in the south line of Lot 31 of said subdivision; Thence with the south lines of Lots 31, 32 and 33 of said subdivision, North 62 deg 00' 00" East a distance of 329.00 feet to the POINT OF BEGINNING. Said parcel contains 0.4940 acres.

Land Addition #2
Area=0.0538 Acres Part of Lot 34 South Hills Subdivision, Section 3

999-99-19-919.04

Lying near the City of Cold Spring, Campbell County, Kentucky, on the South side of Dav Jo Drive, and being a 0.0538-acre Land Addition to Lot 33 of the South Hills Subdivision Section 3 (Plat Cabinet D, Slide 426B) more particularly described as follows: Beginning at a set 1/2" steel rebar with plastic cap stamped "JEH JR KY 2567" at the southeast corner of Lot 33 of said subdivision; Thence through the lands of Jack and Bonnie K. Schlueter (D.B. 159 P.G. 436) for two calls: North 25 deg 31' 06" East a distance of 59.04 feet to a set 1/2" steel rebar with plastic cap stamped "JEH JR KY 2567"; North 64 deg 43' 46" West a distance of 79.38 feet to a set 1/2" steel rebar with plastic cap stamped "JEH JR KY 2567" in the east line of said Lot 33 of said subdivision; Thence with the east line of Lot 33, South 28 deg 00' 00" East a distance of 98.73 feet to the POINT OF BEGINNING. Said parcel contains 0.0538 acres.

Land Addition #3

(Continued on following page)

999-99-19-926.0,

Area=0.3444 Acres Part of Lot 14 South Hills Subdivision, Section 2

Lying near the City of Cold Spring, Campbell County, Kentucky, on the south side of Dav Jo Drive, and being the east 100 feet of Lot 14 of South Hills Subdivision Section 2 (Plat Cabinet D, Slide 426A) more particularly described as follows: Beginning at the southeast corner of Lot 14 of said subdivision in the north right of way of Dav Jo Drive; Thence with the north line of said Dav Jo Drive, South 62 deg 00' 00" West a distance of 100 feet to a set 1/2" steel rebar with plastic cap stamped "JEH JR KY 2567;" Thence through said Lot 14 North 28 deg 00' 00" West a distance of 150.00 feet to a set 1/2" steel rebar with plastic cap stamped "JEH JR KY 2567" in the north line of said Lot 14;

Thence with the north line of said Lot 14, North 62 deg 00' 00" East a distance of 100.00 feet to the northeast corner of said Lot 14, said point also being the northwest corner of Lot 38 of the South Hills Subdivision, Section 3 (Plat Cabinet D, Slide 426 B);

Thence with the west line of said Lot 38, South 28 deg 00' 00" East a distance of 150.00 feet to the POINT OF BEGINNING.

Said parcel contains 0.3444 acres.

There is also conveyed herewith all of the grantors' right, title and interest in and to that portion of Davjo Drive discontinued and terminated by ordinance of the Campbell County Fiscal Court by Ordinance No. 0-8-2000.

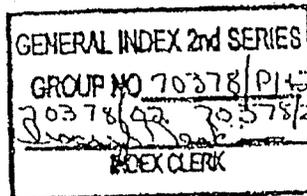


EXHIBIT "A" CONTINUED

PIDN: 999-99-32-195.00

Group: 30262/A2

Situated in the City of Newport, Campbell County, Kentucky and being Lot Number Two Hundred and One (201) in the Cote Brilliante Lot and Home Company's Subdivision in said City, fronting thirty (30) feet on the westerly side of Park Avenue and extending back westwardly between parallel lines one hundred thirty (130) feet in depth to an alley.

PIDN: 999-99-24-230.00

Group: 284

Parcel One: Being a part of Lot Two (2) of the Henry E. Spilman Addition, Town of Alexandria, Campbell County, Kentucky, bounded and described as follows: Beginning in the southerly line of West Main Street at the common corner of Lots One (1) and Two (2) of the Henry E. Spilman Addition; thence southwardly along the dividing line of Lots One (1) and Two (2); a distance of 132 feet to another common corner of Lots One (1) and Two (2); thence westwardly at a right angle to the first line a distance of 55 feet to a point; thence northwardly at right angle to the second line and parallel to the first line a distance of 132 feet to a point in the southerly line of West Main Street; thence eastwardly with the southerly line of West Main Street 55 feet to the place of beginning.

Parcel Two: Situated in the City of Alexandria, Campbell County, Kentucky, and more particularly described as follows: Beginning at Point No. 1, a spike in the southeast boundary of West Main Street at the northwest corner of that 55 foot width portion of a Lot No. 2 which is now owned by George Kees, Jr., said point being S. 64 degrees 30' W. 55.0 feet along said boundary of West Main Street from the original northeast corner of said Lot No. 2; thence leaving said boundary and with the southwest boundary of said 55 foot width portion of Lot No. 2, S. 25 degrees 30' E. 132.0 feet to Point No. 2, a stake at the southwest corner of said 55 foot width portion of said Lot No. 2; thence with the original southeast boundary of said Lot No. 2 (in part), N. 64 degrees 30' E. 55.0 feet to Point No. 3, a stake at the original southeast corner of Lot No. 2, a stake; thence leaving said Lot No. 2, and with the northeast boundary of the tract of land lying in the rear of said Lot Number 2, S. 25 degrees 30' E. 163.2 feet to Point No. 4, a stake in the southeast boundary of said tract; thence with said boundary (in part), S. 49 degrees 18' W. 65.6 feet to Point No. 5, a stake in said boundary, a division corner; thence leaving said boundary and along a division line, N. 25 degrees 30' W. 309.7 feet to Point No. 6, a spike in the southeast boundary of West Main Street, said point being N. 64 degrees 30' E. 2.7 feet along said boundary from the original northwest corner of said Lot No. 2; thence with said boundary, N. 64 degrees 30' E. 8.30 feet to the point of beginning containing a 8.30 foot x 132.0 foot width strip of Lot No. 2, and 0.24 Acre part of that tract which lies in the rear of said Lot No. 2.

Subject to and together with all easements, restrictions and legal highways, if any, of record.

Mortgagor, and the reversion or reversions, remainder and remainders, rents, issues, profits thereof, and all the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as in equity, of the Mortgagor in and to the same;

(Hereinafter the properties contained in Paragraphs 1 through 3 shall collectively be referred to as the "**Mortgaged Premises**");

4. All furniture, fixtures, appliances, machinery, equipment and all personal property and any replacements and proceeds and substitutions thereof, owned by Mortgagor and now located thereon, attached to, or hereafter acquired or located thereon or attached thereto, and all lighting, heating, cooking, ventilating, air conditioning, incinerating, sprinkling and plumbing systems and all pipes, wires, attached fixtures and apparatus forming a part of or used in connection therewith, and all cooking appliances, cabinets, windows, doors and all wall to wall carpeting located thereon;

5. All judgments, awards of damages and settlements hereafter made resulting from condemnation proceedings or the taking of the Mortgaged Premises or any part thereof under the power of eminent domain, or for any damage (whether caused by such taking or otherwise) to the Mortgaged Premises or the improvements thereon or any part thereof, or to any rights appurtenant thereto, including any award for change of grade or streets;

6. All inventory, contract rights, cash, proceeds, profits, income, rent, accounts receivable, lease agreements, lease payments, insurance proceeds, deposit and other accounts, logos, trademarks, and all trade name agreements, and all replacements and proceeds relating thereto now owned or hereafter acquired by Mortgagor, in connection with the Mortgaged Premises and properties described in Exhibit "A".

(Hereinafter the items set forth in Paragraphs 4, 5 and 6 shall collectively be referred to as the "**Collateral**".)

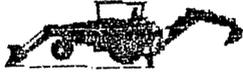
TO HAVE AND TO HOLD the Mortgaged Premises and Collateral, and all other properties hereinabove granted to the Mortgagee, its successors and assigns, to its own proper use and benefit forever, subject however to the terms and conditions herein.

PROVIDED, HOWEVER, that these presents are upon the condition that, if the Mortgagor shall pay or cause to be paid to the Mortgagee the principal, interest and other charges provided in the Note and this Mortgage and the other Loan Documents, at the times and in the manner stipulated therein and herein, all without any deduction or credit for taxes or other similar charges paid by the Mortgagor, and shall keep, perform and observe all the covenants and promises in the Note and in this Mortgage expressed and the other Loan Documents to be kept, performed and observed, then the Mortgaged Premises and the Collateral hereby granted, bargained, sold, remised, conveyed, assigned, transferred, mortgaged, hypothecated, pledged, delivered, set over, warranted and confirmed, shall cease, determine and be void but shall otherwise remain in full force and effect.

AND, the Mortgagor covenants and agrees with the Mortgagee that:

**ARTICLE I
PARTICULAR COVENANTS OF THE MORTGAGOR**

1.1 Performance of Note and Mortgage and the other Loan Documents. The Mortgagor will perform, observe and comply with all provisions of the Note and this Mortgage and the other Loan Documents secured hereby and will duly and timely pay, without relief from any valuation or appraisalment



LUCAS SANITATION CO.

11609 Staffordsburg Road
Independence, Kentucky 41051

356-2315



Pro Man Property Management
P.O. Box 613
Alex., Ky. 41001
Att'n: Bret Cade

Dear Mr. Cade,

This letter is just a follow - up to what we discussed at our meeting last month.

I agreed to continue to operate the treatment plant that you are taking over from Jack Schlueter located at the South Hills Sub. The price will remain the same and an account has been set up with Cardinal Labs for your monthly sampling.

As we discussed last month, I've been operating this plant for Jack Schlueter for 20 years and I don't anticipate you having any problems with it .

My state license certification # is 9065. You will need this for any correspondence with the state concerning your operator.

Thank You,

Jeff Cox - Lucas Sanitation Co.



Burlington Office
1818 Florence Pike
P.O. Box 357
Burlington, KY 41005
859-586-9200
FAX 859-586-9240

Cold Spring Office
4929 Alexandria Pike
Cold Spring, KY 41076
859-572-9207
FAX 859-572-9217

Erlanger Office
456 Commonwealth Ave.
Erlanger, KY 41018
859-342-0920
FAX 859-342-0925

Florence Office
7434 U.S. 42
Florence, KY 41042
859-371-2800
FAX 859-282-4040

Fort Wright Office
1911 Dixie Highway
Fl. Wright, KY 41011
859-344-9205
FAX 859-344-6599

Hebron Office
2101 Medical Arts Drive
Hebron, KY 41048
859-389-2900
FAX 859-334-6962

Union Office
8751 U.S. 42
Union, KY 41091
859-384-5290
FAX 859-384-5291

www.heritagebank-ky.com

To whom it may concern,

Heritage Bank has had a relationship with Brett Cade of 131 Carriage Park Drive in Alexandria Kentucky for over 2 years.

From what Heritage Bank knows of Brett Cade he has sufficient financial strength to maintain the treatment plant for a period of 6 months.

Any questions please call me at (859) 572-9207.

Greg Young
Assistant Vice President
Cold Spring Office

L040613 JSS

FILE No. _____
RETURN TO
NIELSON & SHERRY P.S.C.
339 WASHINGTON AVE
NEWPORT, KY 41071

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE

BOOK 0007 PAGE 407

0587367.06

sbates
LAOO

Trey Grayson
Secretary of State
Received and Filed
06/02/2004 9:58:02 AM
Fee Receipt: \$40.00



ARTICLES OF ORGANIZATION
Limited Liability Company

For the purposes of forming a limited liability company in Kentucky pursuant to KRS Chapter 275, the undersigned organizer(s) hereby submit(s) the following Articles of Organization to the Secretary of State for filing:

Article I: The name of the limited liability company is
Pro Man Property Management, LLC

Article II: The street address of the limited liability company's initial registered office in Kentucky is
632 Nelson Place, Newport, Kentucky 41071

and the name of the initial registered agent at that office is Brett Cade

Article III: The mailing address of the limited liability company's initial principal office is
P.O. Box 613, Alexandria, Kentucky 41001

Article IV: The limited liability company is to be managed by:

- a manager or managers.
- its member(s). (must check one)

Executed by the Organizer(s) on May 20, 2004

Brett Cade
Signature of Organizer

Brett Cade
Type or Print Name of Organizer

Signature of Organizer

Type or Print Name of Organizer

I, Brett Cade, consent to serve as the registered agent on behalf of the company.

Brett Cade
Signature of Registered Agent
Brett Cade
Type or Print Name & Title

Recorded
NEWPORT
Doc type:
Book/page:
Doc#:
Dt/tm Recorded:
Total fees:
Clerk name:

JACK SNODGRASS
CAMPBELL COUNTY CLERK
ARTICLES OF INCORPORATI
7/ 487 1 pg
84 06 89 819 88874
06/09/2004 11:44:38am
9.00 Tax: 0.00
CAROLYN S MEMMING

THIS IS TO CERTIFY THAT THE FOREGOING IS A TRUE AND
CORRECT COPY OF THE ORIGINAL FILED IN THIS OFFICE.
13th day of April 2006
Sign under my hand this
JACK SNODGRASS, CAMPBELL COUNTY CLERK.
BY Karen A. Schwartz

(See attached sheet for instructions)